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Hearing Date: November 15, 2018 at 10:00 a.m.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION :
et al., : **Case No. 18-23538 (RDD)**
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Debtors¹ : **Jointly Administered**
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**CBL & ASSOCIATES MANAGEMENT, INC.'S JOINDER AND LIMITED
OBJECTION TO MOTION OF DEBTORS FOR ENTRY OF AN ORDER
AUTHORIZING AND ESTABLISHING PROCEDURES FOR DE MINIMIS ASSET
SALES AND DE MINIS ABANDONMENTS**

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

CBL & Associates Management, Inc. (“CBL”), by and through counsel, and as managing agent for the owners of the properties identified herein, hereby files this joinder (the “Joinder”) hereby joins in the limited objection and reservation of rights to Debtors’ bidding procedures for the proposed sale or *de minimis* assets and in support thereof, state as follows:

1. Sears Holdings Corporation and certain of its subsidiaries (the “Debtors”) filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code on October 15, 2018 (the “Petition Date”).

2. The Debtors have continued to operate their business and manage their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.²

3. On August 1, 2106, Debtors filed the *Motion of Debtors for Entry of an Order Authorizing and Establishing Procedures for De Minimis Asset Sales and De Minimis Asset Abandonments* [Docket No. 427] (the “Motion”).

4. CBL is the managing agent for the owner of thirty-seven (37) properties who have an interest in real property leased or owned by Debtors.

5. CBL and the Debtors are parties to unexpired leases of nonresidential real property (the “Leases”) of premises (the “Premises”) as follows:

Property Name	Property Location
Arbor Place Mall	Douglasville, GA
Cherryvale Mall	Rockford, IL
Coastal Grand Mall	Myrtle Beach, SC
Cross Creek Mall	Fayetteville, NC
Dakota Square Mall	Minot, ND
East Towne Mall	Madison, WI
Eastgate Mall	Cincinnati, OH
Eastland Mall	Bloomington, IL
Friendly Center	Greensboro, NC

² Unless otherwise specified, all statutory references to “Section” are to 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

Frontier Mall	Cheyenne, WY
Hamilton Place Mall	Chattanooga, TN
Hanes Mall	Winston-Salem, NC
Harford Mall	Bel Air, MD
Honey Creek Mall	Terra Haute, IN
Jefferson Mall	Louisville, KY
Mall Del Norte	El Paso, TX
Mid Rivers Mall	St. Peters, MO
Northgate Mall	Chattanooga, TN
Northpark Mall	Hixson, TN
Old Hickory Mall	Jackson, TN
Parkdale Mall	Beaumont, TX
Post Oak Mall	College Park, TX
Richland Mall	Waco, TX
South County Center	St. Louis, MO
Southpark Mall	Colonial Heights, VA
St. Clair Square	Fairview Height, IL
Stroud Mall	Stroud, PA
Sunrise Mall	Brownsville, TX
Triangle Town Center	Raleigh, NC
Turtle Creek Mall	Hattiesburg, MS
Valley View Mall	Roanoke, VA
Volusia Mall	Daytona Beach, FL
Westgate Mall	Spartanburg, SC
Westmoreland Mall	Greensburg, PA
York Galleria	York, PA

6. The Premises are located within “shopping centers” as that term is used in § 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086-87 (3d Cir. 1990).

7. On November 9, 2018, Washington Prime Group, Inc. filed an *Objection to the Motion of Debtors for Entry of an Order Authorizing and Establishing Procedures for De Minimis Asset Sales and De Minimis Asset Abandonments* [Docket No. 427] (the “Objection”).

JOINDER

8. CBL hereby joins in the Objection, as if the arguments contained therein were set forth fully herein.

9. CBL also join in the other landlord objections to the bidding procedures and sale and the possible assumption and assignment of leases, to the extent such objections are not inconsistent herewith, as if the arguments contained therein were set forth fully herein.

RESERVATION OF RIGHTS

10. Nothing in this Joinder or the Objection is intended to be, or should be construed as, a waiver by CBL of any of its rights under the Leases, the Bankruptcy Code, or applicable law. CBL expressly reserves all such rights including, without limitation, the right to supplement and/or amend this Joinder and to assert any additional objections with respect to any possible or proposed sale, and assumption and assignment of the Leases on any and all grounds.

CONCLUSION

For the reasons set forth above, CBL respectfully requests that this Court (i) sustain the Objection; and (ii) grant CBL such further relief as it deems proper.

Dated: November 13, 2018
New York, New York

Respectfully submitted,

HUSCH BLACKWELL LLP

/s/Marshall C. Turner

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In re	: Chapter 11
SEARS HOLDINGS CORPORATION	:
<i>et al.</i> ,	: Case No. 18-23538 (RDD)
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Debtors³	: Jointly Administered
	:
	: Related to Docket No. 427, 615
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CERTIFICATE OF SERVICE

³The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The undersigned certifies that on this 13th day of November, 2018, a true and exact copy of the foregoing *Joinder* has been served by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt and via electronic mail to the parties listed below:

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